## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

RECEIVED 3002

nct 2 5 2002

## NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D.5. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2002
Estimated average burden hours per response... 1

refix	Serial
DATE F	LECEIVED

Name of Offering (check if this is	an amendment and name h	nas changed, and in	dicate change.)		Na agus agus agus agus agus agus agus agu
Filing Under (Check box(es) that apply):	[ ] <u>Rule 504</u>	[ ] <u>Rule 505</u>	[X] <u>Rule 506</u>	[ ] Section 4(6)	[]ULOE
Type of Filing: [ X ] New Filing	[ ] Amendment	hel Manta versiona cos se le General de Ampendia del de Am			
	A. BASIC IDE	NTIFICATION DAT	A	02063392	
Enter the information requeste	d about the issuer		P	PROCESSE	D
Name of Issuer (check if this is a Linchpin Technology, Inc.	n amendment and name has	changed, and indic		THOMSON FINANCIAL	
					refreshingstown
Address of Executive Offices	(Number and Street, City,	State, Zip Code)	Telephone Numb	er (Including Area Code	)
5255 Stevens Creek Blvd., Suite	335, Santa Clara, CA 95051	1 (408)	749-0631		non-constitues
Address of Principal Business Op Code) (if different from Executive Office:		et, City, State, Zip (	Code) Telephone	Number (Including Area	



Type of Business Organization						•	
[X] corporation	[ ] (imi	ited partnership, alrea	adv formed		[ ] other (p	lease sp	ecify):
[ ] business trust	• •	ited partnership, to be	•		( ) (r		7,
			Month Y	ear			
Actual or Estimated Date of Incorpora Jurisdiction of Incorporation or Organ	nization: (Enter t		Service abbrevi		[X] Actua	al []E	stimated
About and the Control of the Control	A. BA	SIC IDENTIFICATIO	N DATA				
Enter the information requested for	r the following:						
<ul><li>Each promoter of the issue</li><li>Each beneficial owner have</li></ul>	•	•	•	•	f. 10% or mo	re of a c	ass
of equity securities of the is	ssuer;	, 1010 01 allopodo, 01 1	ancor the vote of	alapaaniar, a	,		
	director of corp	orate issuers and of o		•		f partner	
of equity securities of the is  Each executive officer and issuers; and  Each general and managing	director of corp	orate issuers and of o	corporate genera	•		f partner	
of equity securities of the is  Each executive officer and issuers; and  Each general and managing  Check Box(es) that Apply: [ ] Pro	director of corp	rtnership issuers.  Beneficial [ ]	corporate genera	ıl and managi	ng partners o	***************************************	ship —— General and/o Managing
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Business or Residence Add	ress (Number and	d Stree	t, City, State, Zip Co	ode)						
Check Box(es) that Apply:	[] Promoter	[]	Beneficial Owner	[]	Executive Officer	[]	Directo	r [	•	eral and/o aging ner
Full Name (Last name first,	if individual)						-			
Business or Residence Addi	ress (Number and	l Street	, City, State, Zip Co	de)						
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Full Name (Last name first, i	f individual)									
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Check Box(es) that Apply:	[] Promoter	. []	Beneficial Owner	[]	Executive Officer	[]	Director	[]	General a Managing	
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Business or Residence Addre	ess (Number and	Street,	City, State, Zip Coo	le)						
Check Box(es) that Apply:	[] Promoter	[]	Beneficial Owner	[]	Executive Officer	[]	Director	[]	General a Managing	

Full Na	ame (Last	name first,	if individua	al)									
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B. INFORMATION ABOUT OFFERING												•	
1. Has	the issuer	sold, or do	es the iss	uer intend	to sell, to n	on-accredit	ed investor	s in this off	ering?			Yes	No [ X
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3. Does	s the offeri	ng permit j	oint owner	ship of a si	ingle unit?							Yes	No 1
similar associa or deal	remunerat ated personer. If more	ion for soli n or agent	citation of   of a brokei 5) persons	purchasers r or dealer to be liste	in connect registered	tion with sai with the SE	les of secur C and/or w	ities in the d ith a state o	offering. If a	person to the name	commission or be listed is an e of the broker forth the		
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Full Nar	ne (Last n	ame first, i	f individual	)									

Business or Residence Address (Number and Street, City, State, Zip Code)

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[ ] Common [ x ] Preferred			
Convertible Securities (including warrants)	\$		\$
Partnership Interests	\$		\$
Other (Specify).	<b>\$</b> _		\$
Total	\$ <u>300</u>	0,000	\$300,000
Answer also in Appendix, Column 3, if filing under ULOE.			
2. Enter the number of accredited and non-accredited investors who have purchased secur aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the nu purchased securities and the aggregate dollar amount of their purchases on the total lines "none" or "zero."	imber of persons who have		
	Num Inves		Aggregate Dollar Amount of Purchases
Accredited Investors	<u>1</u>		\$300,000
Non-accredited Investors			\$
Total (for filings under Rule 504 only)			\$
Answer also in Appendix, Column 4, if filing under ULOE.	-		
3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , enter the information requested for issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first s offering. Classify securities by type listed in Part C-Question 1.	sale of securities in this	of	Dellos Assessit
Type of offering	Type Secu		Dollar Amount Sold
Rule 505		•	\$
Regulation A			\$
Rule 504			\$
Total			\$
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of offering. Exclude amounts relating solely to organization expenses of the issuer. The information subject to future contingencies. If the amount of an expenditure is not known, furnish an est to the left of the estimate.  Transfer Agent's Fees  Printing and Engraving Costs  Legal Fees  Accounting Fees  Engineering Fees  Sales Commissions (specify finders' fees separately)  Other Expenses (identify)  Total	nation may be given as	[] \$ [x] \$ [] \$ [] \$ [] \$ [] \$ [] \$ [] \$	
b. Enter the difference between the aggregate offering price given in response to Part C - C furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proce		\$	299,500
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or propose each of the purposes shown. If the amount for any purpose is not known, furnish an estima box to the left of the estimate. The total of the payments listed must equal the adjusted gros- issuer set forth in response to Part C - Question 4.b above.	ite and check the		
	Payments to Officers, Directors, & Affiliates	Oth	yments To ners
Salaries and fees	[]\$		\$
Purchase of real estate	[]\$	_ []:	\$
Purchase, rental or leasing and installation of machinery and equipment	[]\$	_ []:	\$
Construction or leasing of plant buildings and facilities	[1\$	<b>[1</b> :	\$

Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer				[]\$		. []	\$	
pursuant to a merger)								
Repayment of indebtedness					\$300,000		\$   \$	
Other (specify):							\$   \$	
							\$	
Column Totals  Total Payments Listed (column totals added)					300,000	. []	\$	
Total Egynotic Cloud (continuous access)		Numeradii naa)Miiik.		( ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' '				
D. FEDERAL SIGN	IATURE							
The issuer has duly caused this notice to be signed by the undersigned 505, the following signature constitutes an undertaking by the issuer to upon written request of its staff, the information furnished by the issuer (b)(2) of Rule 502.	furnish to the	U.S. Secu	irities and	Exchan	ge Commis	sion,		
Issuer (Print or Type)	Signature	- / /	1	Date				
Linchpin Technology, Inc.		RU	ran	10/2	2/02			
Name of Signer (Print or Type)	Title of Sig	ner (Print	or Type)			····	······	
*-			•					
C. P. Chang	Issuer's C	ounsel						
ntentional misstatements or omissions of fact constitute federal cri		ons. (See	18 U.S.C.	1001.)				
Is any party described in 17 CFR 230.262 presently subject to any of	•	cation prov	isions of	such rule	)?	<del></del>	Yes	No []
See Appendix, Column 5, for	state respons	se.						
2. The undersigned issuer hereby undertakes to furnish to any state adr on Form D (17 CFR 239,500) at such times as required by state law.	ministrator of	any state ir	n which thi	is notice	is filed, a no	otice		
3. The undersigned issuer hereby undertakes to furnish to the state admitted issuer to offerees.	ministrators, u	pon written	request,	informati	on fumishe	d by		
4. The undersigned issuer represents that the issuer is familiar with the Uniform limited Offering Exemption (ULOE) of the state in which this no availability of this exemption has the burden of establishing that these	otice is filed ar	nd understa	ands that			he		
The issuer has read this notification and knows the contents to be true a by the undersigned duly authorized person.	and has duly	caused this	s notice to	be signe	ed on its be	half		
Issuer (Print or Type)		Signature			Date		······································	[
Linchpin Technology, Inc.		Cc	2 <i>U</i>	a	10/22/02	di madalan sa di salah		

Name of Signer (Print or Type)	tle (Print or Type)
C. P. Chang	suer's Counsel

## Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

## APPENDIX

1	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of inves amount purch (Part C-Item	5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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